

BINGHAM MCCUTCHEN LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,)	Case No. 08-13555 (JMP)
)	
Debtors.)	(Jointly Administered)
)	

**FIFTH AMENDED VERIFIED STATEMENT OF
BINGHAM MCCUTCHEN LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, Bingham McCutchen LLP (“Bingham”) makes the following statement (this “Statement”) in connection with the jointly administered chapter 11 cases and adversary proceedings in connection with such cases (collectively, the “Cases”) of the above-captioned debtors (collectively, the “Debtors”).

1. Bingham currently represents and has appeared in the Cases on behalf of the entities whose names and addresses are listed on Exhibit A hereto (the “Entities”).
2. Each of the Entities may hold claims against and/or interests in the Debtors arising from contracts or other business relationships with the Debtors.
3. The specific nature and amounts of the claims held by the Entities are set forth in

proofs of claims filed against the Debtors' estates, all of which proofs of claim, on information and belief, are posted on the Debtors' on-line claims registry.

4. The Entities may hold claims against and/or interests in the Debtors that are outside the scope of Bingham's representation of such Entities.

5. Bingham represented the Entities, or one or more affiliates of the Entities, prior to the commencement of the Cases. Each of the Entities separately requested that Bingham represent them in connection with the Cases. Bingham also represents the Entities in matters unrelated to the Cases.

6. In connection with the Cases, Bingham also represents or has represented other parties in interest, including banks, hedge funds, insurance companies, investment managers, and businesses, that are not included in this Statement because they do not currently intend to appear in the Cases or because such representations have concluded.

7. McKee Nelson LLP, which combined with Bingham in 2009, performed certain legal services for the Debtors pre-petition, and Bingham has filed proofs of claim against the Debtors in connection with such legal services.

8. Bingham serves as special counsel to the Debtors in connection with tax and other matters. *See* Affidavit of Raj Madan on Behalf of Bingham McCutchen pursuant to Federal Rule of Bankruptcy Procedure 2014, filed on or about August 1, 2009 [docket no. 4636] (most recently amended on or about March 21, 2011 [docket no. 15204]). Bingham is being compensated for such post-petition services.

9. This Statement is filed strictly to comply with Bankruptcy Rule 2019, and nothing contained herein shall prejudice the claims, rights or remedies of Bingham or any of the Entities.

10. Bingham will amend or supplement this Statement as necessary.

Dated: New York, New York
May 27, 2011

BINGHAM MCCUTCHEN LLP

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-and-

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Exhibit A

Bank of America, N.A.
One Bryant Park
New York, NY 10036

Deutsche Bank AG
Deutsche Bank Securities Inc.
60 Wall Street
New York, NY 10005

Harbinger Capital Partners Master Fund I, Ltd.
Harbinger Capital Partners Special Situations Fund L.P.
450 Park Avenue, 30th Floor
New York, NY 10022

High River Limited Partnership
Icahn Partners LP
Icahn Partners Master Fund LP
Icahn Partners Master Fund II LP
Icahn Partners Master Fund III LP
767 Fifth Avenue, 47th Floor
New York, NY 10153

ICM Business Trust
c/o Ionic Capital Management LLC
366 Madison Avenue, 9th Floor
New York, NY 10017

Metropolitan Life Insurance Company
10 Park Avenue
PO Box 1902
Morristown, NJ 07962

Putnam Investments LLC
One Post Office Square
Boston, MA 02110

State Street Bank and Trust Company
One Lincoln Street
Boston, MA 02111

UBS AG
UBS Financial Services Inc.
UBS Securities LLC
1285 Avenue of the Americas
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